



Deutsche Bank Business Services Conference

March 6, 2018

Forward Looking Statements

This presentation contains forward-looking statements (including the earnings guidance contained herein) within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and Section 21E of the Securities Exchange Act of 1934, as amended. The words “estimates,” “expects,” “anticipates,” “believes,” “forecasts,” “plans,” “intends,” “may,” “will,” “should,” “shall,” and variations of these words and similar expressions identify forward-looking statements, which are generally not historical in nature. Forward-looking statements are subject to a number of risks, uncertainties, assumptions and other important factors, many of which are outside our control, which could cause actual results or outcomes to differ materially from those discussed in the forward-looking statements. Although we believe that these forward-looking statements are based on reasonable assumptions, we can give no assurance that any such forward-looking statement will materialize. Important factors that may affect actual results or outcomes include, among others, our inability to realize the anticipated benefits of acquisitions; costs related to acquisitions and the integration of acquired companies; our ability to manage growth and execute our business plan; our estimates of the size of the markets for our products; the rate and degree of market acceptance of our products; the success of other competing modular space and portable storage solutions that exist or may become available; rising costs adversely affecting our profitability; potential litigation involving our company; general economic and market conditions impacting demand for our products and services; implementation of tax reform; our ability to implement and maintain an effective system of internal controls; and such other risks and uncertainties described in the reports we file with the Securities and Exchange Commission (“SEC”) from time to time, which are available through the SEC’s EDGAR system at www.sec.gov and on our website. Any forward-looking statement speaks only at the date which it is made, and we disclaim any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

2017 Business Combination

WillScot Corporation (“Williams Scotsman”) is the holding company of the Williams Scotsman family of operating companies. On November 29, 2017, our company (formerly known as Double Eagle Acquisition Corp., (“Double Eagle”)) indirectly acquired Williams Scotsman International, Inc. (“WSII”) through a series of related transactions (the “Business Combination”). The Business Combination was accounted for as a reverse acquisition in which WSII was the accounting acquirer. Except as otherwise provided herein, our financial statement presentation includes (i) the results of WSII and its subsidiaries as our accounting predecessor for periods prior to the completion of the Business Combination, and (ii) the results of WillScot Corporation (including the consolidation of WSII and its subsidiaries) for periods after the completion of the Business Combination. The operating statistics and data contained herein represents the operating information of WSII’s business.

Non-GAAP Financial Measures

This presentation includes non-GAAP financial measures, including Adjusted EBITDA. The appendices at the end of this presentation provide reconciliations of the non-GAAP financial measures used in this presentation to their most directly comparable financial measures calculated and presented in accordance with GAAP. Our non-GAAP financial measures should not be considered as alternatives to GAAP measures such as net income or gross profit or any other GAAP measure of financial performance.

The Company evaluates business segment performance on Adjusted EBITDA as Management believes that evaluating segment performance excluding certain items is meaningful because it provides insight with respect to intrinsic operating results of the Company. The Company also regularly evaluates gross profit by segment to assist in the assessment of the operational performance of each operating segment. The Company considers Adjusted EBITDA to be the more important metric because it more fully captures the business performance of the segments, inclusive of indirect costs.

Additional Information and Where to Find It

Additional information about Williams Scotsman can be found on its investor relations website at www.investors.willscot.com.

Compelling Growth Platform And Leader In Modular Solutions



Established Brand with Strong Legacy of Innovation

Specialty rental services market leader providing modular space and portable storage solutions to diverse end markets across North America for over 60 years

- Revenue of US\$446 million in 2017
 - 89% from the United States
 - ~90% of Adj. Gross Profit ⁽¹⁾ from recurring leasing business
- >100 locations in US, Canada and Mexico
- Diverse customer base (>35,000)
- c.95,000 modular space and portable storage fleet units; representing over 45 million sq. ft.
- >1,600 sales, service and support personnel in US, Canada and Mexico

Key Williams Scotsman Differentiating Attributes

1

“Ready to Work”

Customers value our solutions; this continues to drive growth with highly accretive returns

2

Scalable & Differentiated Operating Platform

Proprietary management information systems and fleet management initiatives

3

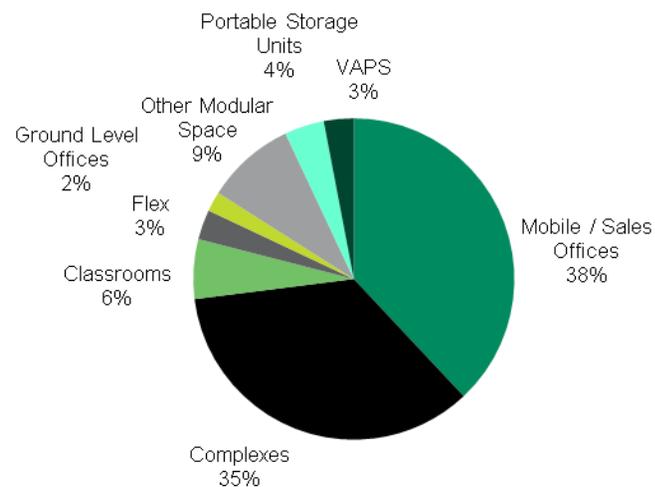
Higher Visibility into Future Performance

Long-lived assets coupled with average lease durations of 35 months ⁽³⁾

Unparalleled Depth and Breadth of Network Coverage



Comprehensive Specialty Rental Fleet Offering ⁽⁴⁾



¹ Adjusted Gross Profit is a non-GAAP measure defined as Gross Profit excluding depreciation and amortization. See Appendix for a reconciliation to GAAP metric.

² As of December 31, 2017.

³ Customer leases typically remain on rent more than 75% beyond their original minimum lease term, and our current lease portfolio as of December 31, 2017 has an average actual term of 35 months, excluding leases acquired as part of the Acton acquisition. The average term including the leases acquired from Acton as of December 31, 2017 was 32 months.

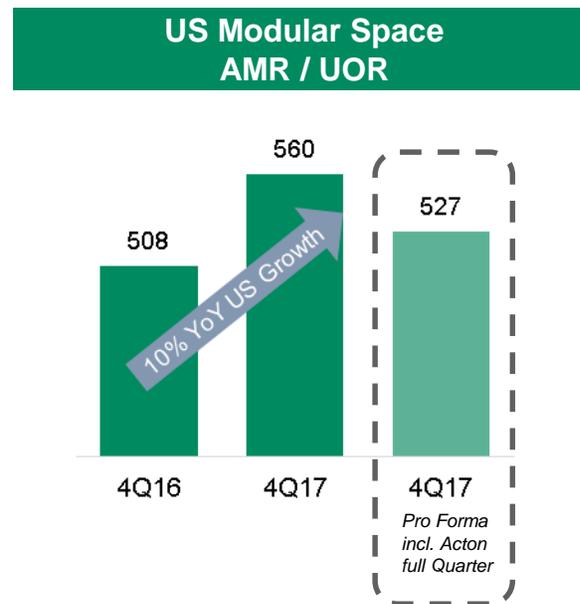
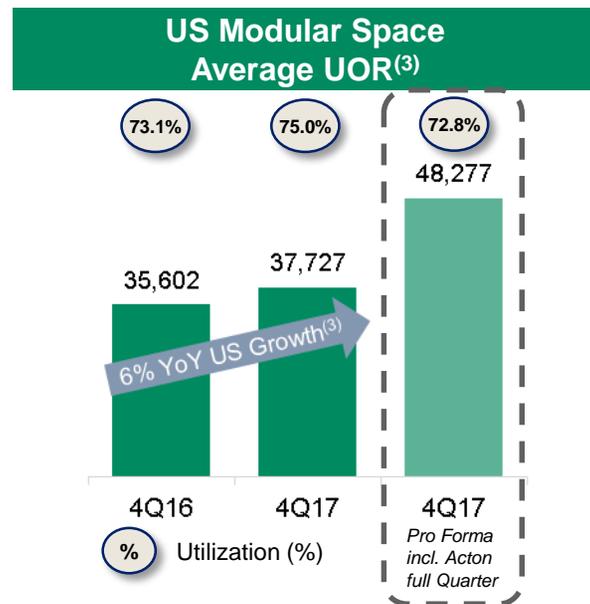
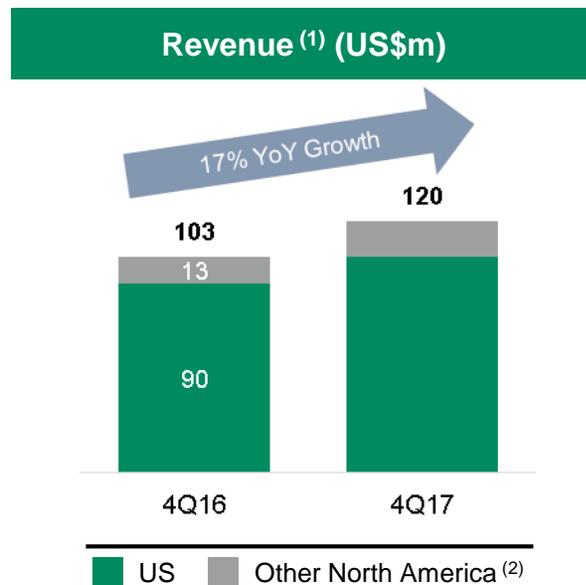
⁴ Percentages reflect proportion of Total Net Book Value.

Transformational Quarter And Return To Public Markets

In Q4 we executed strategic transactions on top of accelerating organic growth

- ✓ Consolidated total revenues of \$120.4 million in the fourth quarter were up 16.8% versus the fourth quarter of 2016, with growth in all segments
- ✓ Average monthly rates in our Modular – US segment increased 10.2% year over year, driven by expansion of “Ready to Work” solutions
- ✓ Average modular space units on rent in our US – Modular segment grew 6.0% year over year, driven by growth investments and focus on commercial execution
- ✓ Repositioned our public company as the leading modular space provider in North America when Double Eagle Acquisition Corp. combined with Williams Scotsman International (the “Business Combination”)
- ✓ Recapitalized the company in the Business Combination, providing ample liquidity for strategic and organic growth initiatives
- ✓ Acquired Acton Mobile, solidifying U.S. market leadership position, leveraging our operating platform, and accelerating growth

Top Line Results Accelerated In Q4



- Q4 revenue increased 17% YoY
- Q4 US Modular Space Average Units on Rent increased 2% YoY organically and another ~1,400 units through Acton Acquisition⁽³⁾; utilization increased from 73.1% to 75.0%
- Q4 US Modular Space Average Monthly Rate / Units on Rent increased by 10% YoY driven by 25% increase in VAPS per Unit on Rent
- Run-rate is accelerating in Q4, giving us confidence in the 2018 outlook

UOR – Units on Rent
AMR / UOR – Average monthly rental rate per average unit on rent

Note: 2016 converted at actual rates. VAPS defined as Value Added Products and Services.

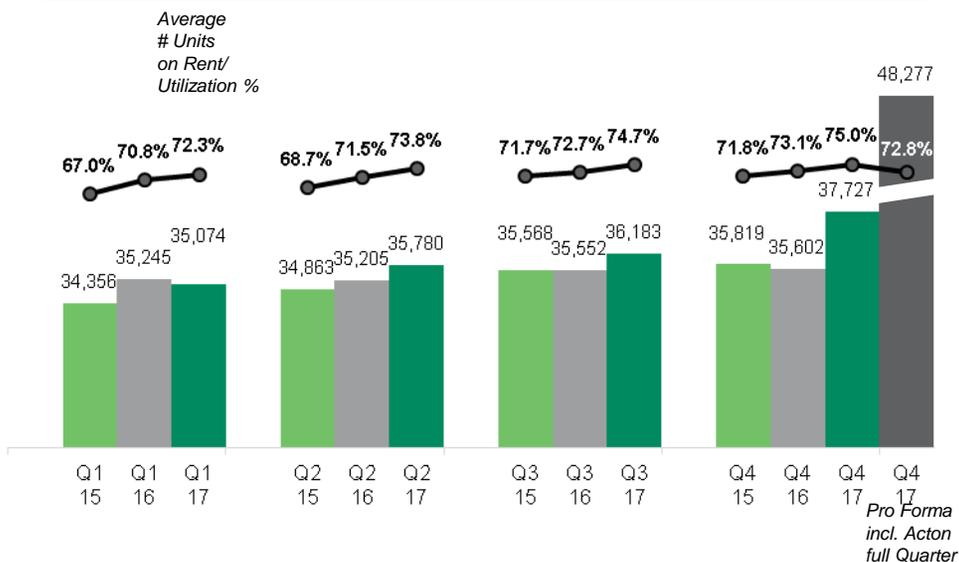
1 Amounts include revenues for the Modular – US and Modular – Other North America Segments

2 Other North America includes Canada, Mexico and Alaska.

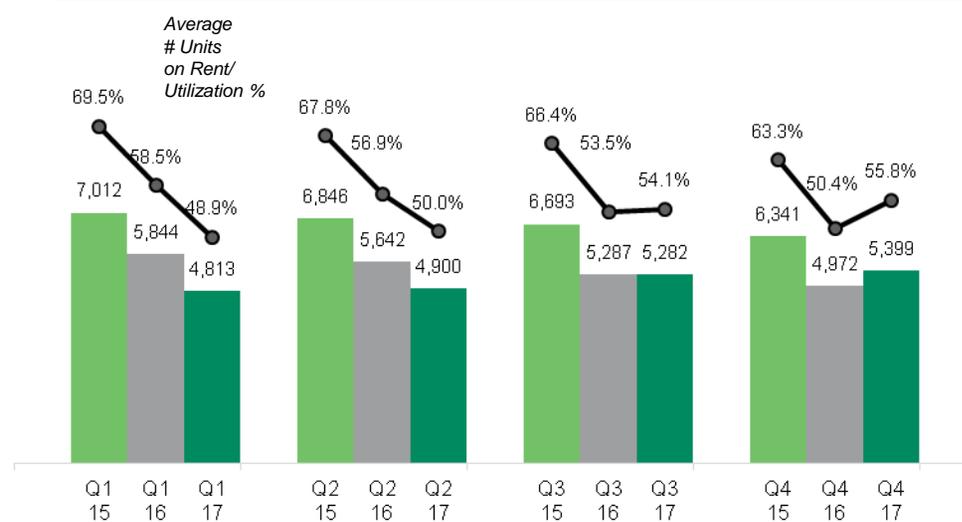
3 ~1400 of the US modular space average UOR growth was driven by Acton Acquisition units that were on rent to WS for the last 11 days of 2017

Underlying Leasing Fundamentals Are Accelerating

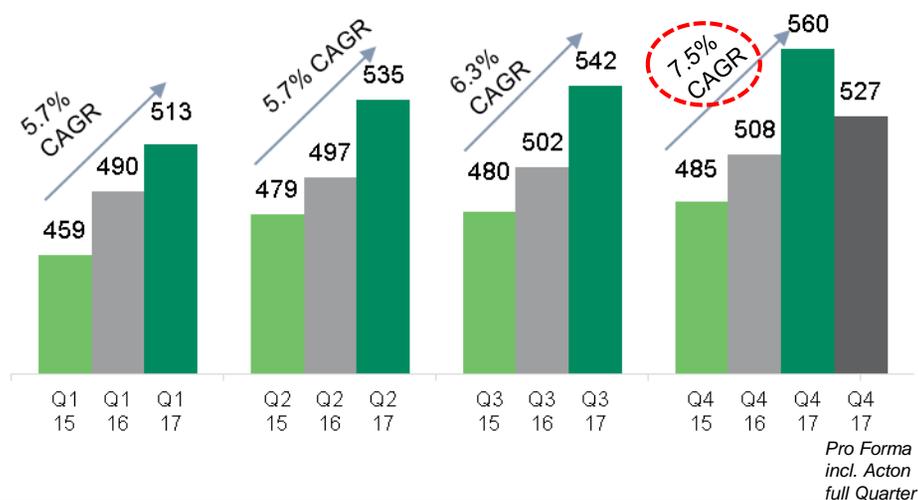
Modular Space – US



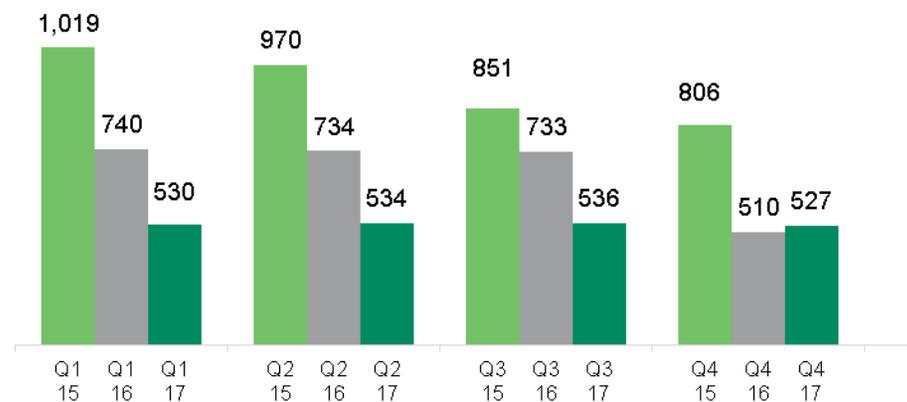
Modular Space – Other North America⁽²⁾



US Modular Space ⁽¹⁾ Average Monthly Rate / UOR



Other NA Modular Space ⁽²⁾ Average Monthly Rate / UOR

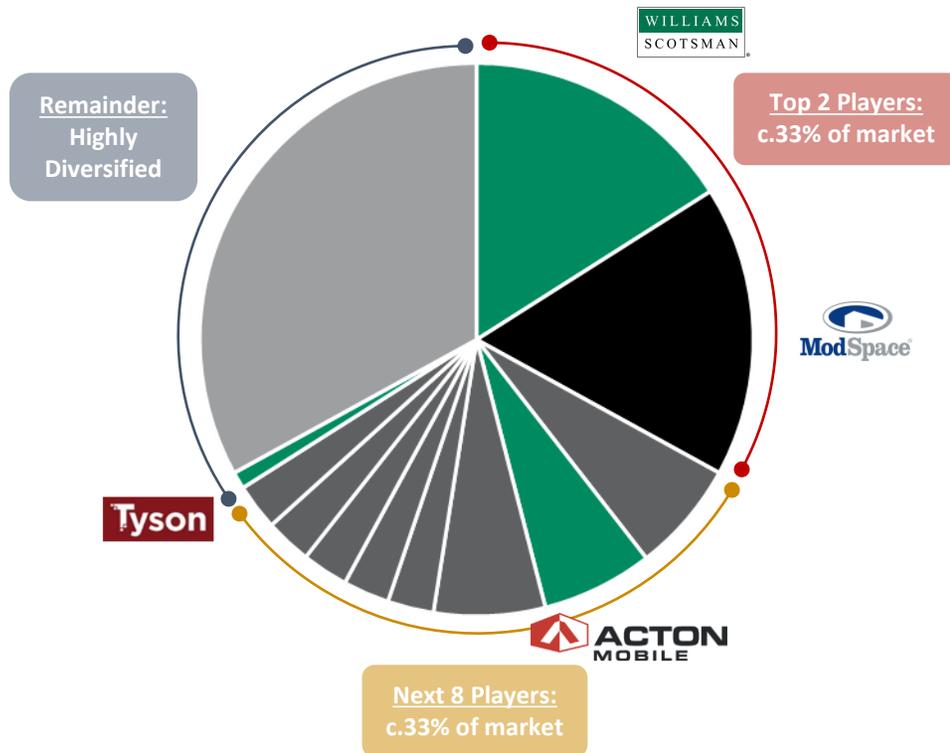


1 Includes Modular – US Segment Units, excluding portable storage units.
 2 Includes Canada, Mexico and Alaska, and excludes portable storage units.

Strong M&A Execution With Growing Deal Pipeline

Strong position relative to other US Modular Space competitors

Business Combination Makes WS Clear Market Leader and Leverages Scale Advantages



- ✓ **Increase to ~100 locations and ~96,000 units**
 - 6 new markets
- ✓ **Tyson integration complete within 3 weeks post-closing... Acton integration well underway**
- ✓ **Consistent with our consolidation story**
 - Ability to attract and retain talent and implement industry leading technology tools and process
 - Highly scalable corporate center and management information systems making it easy to acquire and integrate other companies
 - Easy to transfer fleet opportunistically to areas of higher or increasing customer demand to optimize fleet's utilization given scale

Total Addressable Market of over \$5bn+ ⁽¹⁾

Acton Acquisition Is Highly Complementary

Newly Expanded Footprint

Regional modular space and portable storage specialty rental company providing solutions across much of the United States as a result of the MINI modular office acquisition in 2015

- Strong focus on Leasing & Services revenues similar to WS
- 34 Branch locations in US with ~280 employees; in the same markets as WS with exception of New England, the upper plains, Alaska, and Hawaii
- Diverse customer base
- > 20,000 modular space and portable storage fleet units

Key Williams Scotsman Differentiating Attributes

- 1 "Ready to Work" (Value Added Products & Services)
- 2 Scalable & Differentiated Operating Platform
- 3 Higher Visibility into Future Performance

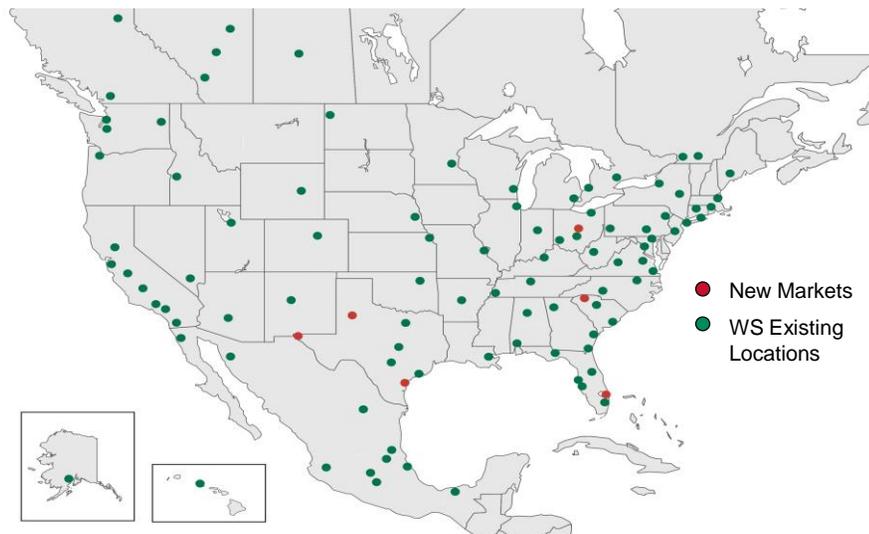
Acton does not fully leverage VAPs, presenting commercial convergence opportunity over the next five years

Acton does not leverage price optimization tools

Cost synergies realized by leveraging existing WS platform

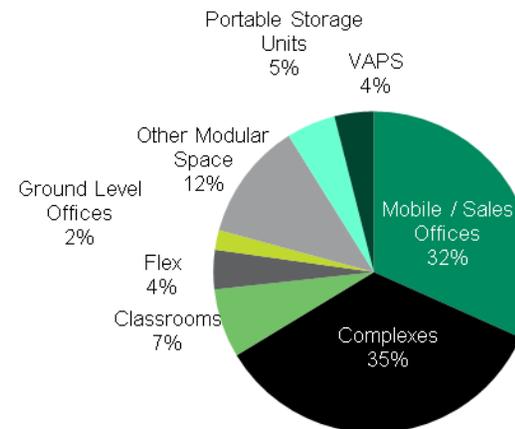
Acton fleet is 3 years younger than WS fleet, and operating at lower utilization

Acton Branch and UOR Footprint Overlaps with WS

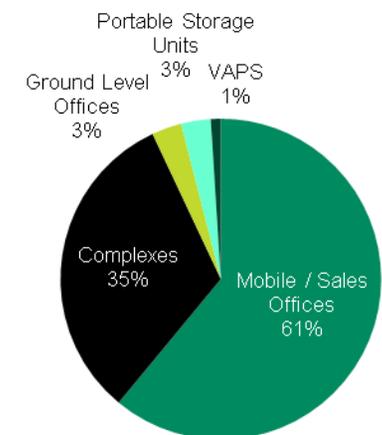


Similar Fleet Offering as WS⁽¹⁾

WS Fleet Composition



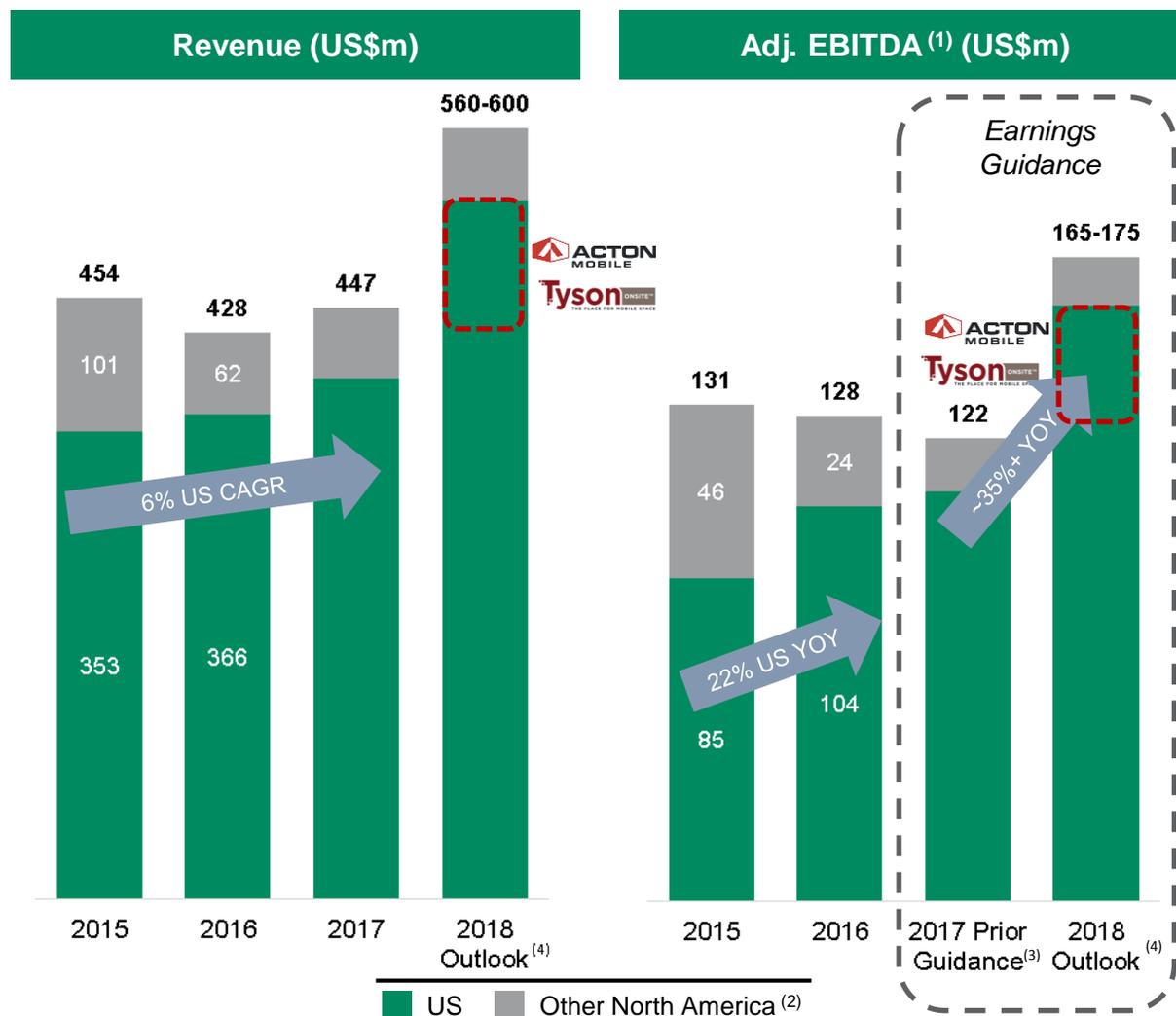
Acton Fleet Composition



¹ Percentages reflect proportion of fleet net book value as of December 31, 2017

Revenue & Adjusted EBITDA From Modular Segments Is Accelerating into 2018

Organic Adj. EBITDA Growth in Modular - US Segment offsetting declines in Modular – Other North America and driving consolidated growth into 2018



- 2017E Adj. EBITDA for the Modular Segments in line with prior guidance⁽³⁾
- Modular - US Segment Adjusted EBITDA building off 22% growth in 2016
- Growth driven by robust market demand, “Ready To Work” solutions, and pricing and capital management tools
- US market environment continues to support growth with positive outlooks for construction, energy, capital spending, and infrastructure
- Other North America segment stabilized in 2017 and offers upside as market recovers
- Acquisitions are accelerating growth in 2018
- 2018 Adj. EBITDA guidance⁽⁴⁾ of \$165 – 175M represents ~35%+ growth over 2017E⁽³⁾

Note: 2015 -2017 converted at actual rates. 2018 at budgeted rates: 1.25 CAD/USD and 18.7 MXN/USD. VAPS defined as Value Added Products and Services.

1 See Appendix for impact of the Corporate & other costs. Adjusted EBITDA is a non-GAAP measure defined as net income (loss) before income tax expense, net interest expense, depreciation and amortization adjusted for non-cash items considered non-core to business operations including net currency losses, change in fair value of contingent considerations, goodwill and other impairment charges, restructuring costs and other discreet expenses. See Appendix for reconciliation to GAAP metric.

2 Other North America includes Canada, Mexico and Alaska.

3 Prior 2017 and 2018 guidance provided in Amendment No. 3 to our Registration Statement on Form S-4 (File No. 333-220356) filed with the SEC on November 6, 2017

4 Updated 2018 guidance provided in Exhibit 99.1 to Form 8-K furnished to the SEC on March 5, 2018

Analysis of Shares Outstanding



Shares By Type	Class A Common Stock		Other Shares and Equivalents Outstanding			Total Potential Outstanding Class A Shares (Fully Dilluted)
	Outstanding as of November 29, 2017 & December 31, 2017 ⁽¹⁾	Outstanding as of January 19, 2018 ⁽²⁾	Release Escrowed Founders Shares ⁽²⁾	Exercise of Outstanding Warrants ⁽³⁾	Securities Exchangeable into Class A Shares ⁽⁴⁾	
Public Shares (unrestricted) ⁽⁵⁾	28,575,873	28,575,873				28,575,873
Shares Underlying Public Warrants (unrestricted)		-		25,000,000		25,000,000
Total Unrestricted Class A Shares	28,575,873	28,575,873		25,000,000	-	53,575,873
Founders		3,106,250	3,106,250	7,275,000		13,487,500
TDR Capital	43,268,901 ⁽⁶⁾	46,375,151	3,106,250		8,024,419	57,505,820
WSC Directors (current and former) ⁽⁷⁾	375,000	375,000		2,475,000		2,850,000
Total Restricted Shares	43,643,901	49,856,401	6,212,500	9,750,000	8,024,419	73,843,320
US GAAP Basic Outstanding Share Count for EPS⁽¹⁾	72,219,774	78,432,274				
Add: Escrowed Founders Shares	12,425,000	6,212,500				
Total Outstanding Class A Shares	84,644,774	84,644,774	84,644,774	119,394,774	127,419,193	127,419,193

1-Excluded from the US GAAP Basic Outstanding Share Counts are 12,425,000 Class A shares ("Founder Shares") issued and outstanding that have been deposited into an escrow account that have no voting or economic rights while in escrow. 6,337,500 and 6,087,500 of the Founder Shares were deposited by Double Eagle Acquisition LLC ("DEAL") and Harry Sloan (together with DEAL, the "Founders"), respectively, pursuant to an earnout agreement.

2-In January 2018, 6,212,500 of Founder Shares were released from the escrow account to TDR Capital (3,106,250 shares), DEAL (1,553,125 shares) and Harry Sloan (1,553,125 shares). The remaining escrowed shares will be released to the Founders and TDR Capital if/when the average trading price of our Class A shares equals or exceeds \$15 per share for 20 out of 30 trading days.

3-Includes 14,550,000 warrants owned by the Founders (7,275,000 warrants owned by each of DEAL and Harry Sloan) that are restricted under an earnout agreement until the earlier of (i) November 29, 2019 or (ii) our consummation of certain qualifying acquisitions. If the restrictions lapse due to the completion of a qualifying acquisition, then 1/3 of the warrants will be transferred to TDR Capital and the remaining 2/3 will remain with the Founders.

4-Assumes an exchange by TDR Capital of 8,024,419 common shares of Williams Scotsman Holdings Corp. into an equal number of Class A shares of WillScot Corporation under an exchange agreement, and the corresponding redemption of an equal number of Class B shares of WillScot Corporation.

5-Includes 30,000 shares owned by Jeff Sagankys, a WSC director who is deemed to have beneficial ownership over the shares owned by DEAL.

6-TDR Capital's Class A shares are non-transferable through May 29, 2018, subject to limited exception.

7-Includes Gerry Holthaus (300,000 Class A shares), Fred Rosen (25,000 Class A shares and 1,650,000 warrants), and two former directors (50,000 A shares and 3,300,000 warrants).

Compelling Specialty Rental Growth Platform





Appendix

Reconciliation of Non-GAAP Measures for Modular Segments



	2015			2016		
	Modular - US	Modular - Other North America	Modular Segments	Modular - US	Modular - Other North America	Modular Segments
<i>US\$m</i>						
Non-GAAP Measures Reconciliation						
Gross profit (loss)	108	56	164	139	30	169
Depreciation of rental equipment	65	13	78	57	12	69
Adjusted Gross Profit	173	69	242	196	42	238
Less: Selling, general and administrative expense	(88)	(24)	(112)	(92)	(18)	(110)
EBITDA	85	45	130	104	24	128
<u>Adjustments:</u>						
Transaction Fees	0	1	1	0	0	0
Other	0	0	0	0	0	0
Adjusted EBITDA	85	46	131	104	24	128

Reconciliation of Consolidated Operating Profit to Segment Gross Profit



US\$m	2015				2016			
	Modular - US	Modular - Other North America	Corp & other	Consolidated	Modular - US	Modular - Other North America	Corp & other	Consolidated
Operating Profit to Segment Gross Profit Reconciliation								
Operating profit/(loss)				(21)				(3)
Adjustments:								
Selling, general and administrative expense				139				139
Other depreciation and amortization				23				9
Impairment losses on goodwill & other intangibles				0				5
Restructuring costs				9				3
Currency (losses) gains, net				11				13
Other expense, net				2				2
Gross profit (loss)	108	56	(1)	163	139	30	(1)	168